

EXHIBIT D

**HOSPITAL AUTHORITY
EXECUTIVE SESSION
FEB. 8, 1988
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MINUTES OF A CALLED EXECUTIVE SESSION
HOSPITAL AUTHORITY OF ALBANY/DOUGHERTY COUNTY

CALL TO
ORDER

The called Executive Session of the Hospital Authority of Albany/Dougherty County was called to order in the Private Dining Room of Phoebe Putney Memorial Hospital by the Chairman, Mr. Harry Willson, at 5:05 p.m. on Monday, February 8, 1988. Authority members present included Mr. Willson, Mr. Larson, Mr. Bridges, Dr. Crimmins, Mr. Brown, Mr. Hampton and Dr. Roberts. Also present were the hospital's Chief of Medicine, Dr. Stubbs; the Chief of Surgery, Dr. Adams; and the administrator, Mr. Moore.

HCA
NEGOTIATIONS

Mr. Moore said that he felt that the Authority should be informed of negotiations that had taken place between Phoebe Putney and Hospital Corporation of America regarding the possibility of Phoebe Putney purchasing HCA/Palmyra Medical Centers. He said that he had negotiated with Mr. Willson's approval and that HCA had been aware that if agreement were reached it would still have had to be brought to vote before the Hospital Authority. He said negotiations had been initiated eighteen months ago and reopened five months ago and that HCA has now said that they will definitely not sell. He said that HCA had been assured that the fact that these negotiations had taken place would be kept completely confidential.

ANNOUNCEMENT
REGARDING ARY
HEARING

Procedural questions about the deliberation process regarding the case of Ted Ary, D. P. M., now before the review body of the Hospital Authority. It was agreed that the Hearing Panel which had met with Dr. Ary would meet on February 19 at noon in the Administrative Conference Room of the hospital to deliberate and hopefully reach a conclusion in this matter.

ADMINISTRATOR'S
REPORT

Mr. Moore reported that the hospital had earlier that day filed a Certificate-of-Need for a new psychiatric hospital. He said the C. O. N. had been filed in response to a C. O. N. of the same type by HCA/Palmyra. He said that it was necessary to go ahead and file because HCA/Palmyra had filed. It was necessary because Phoebe had the psychiatric service and with their C. O. N., Palmyra would try to take it away.

Mr. Moore said that Phoebe Putney's catering service (which is a service of Marriott Corporation with whom Phoebe Putney contracts for its food service) is

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advertised in the new Albany telephone directory. He said he wanted the Authority members to be aware that it is not the purpose of the hospital to compete with local caterers. He said Phoebe's service only caters hospital related functions or functions no other caterer cares to service.

Mr. Moore then announced to the Hospital Authority that he was resigning as Administrator of Phoebe Putney Memorial Hospital to accept a position as President/CEO of Tallahassee Memorial Hospital in Tallahassee, Florida. He said that he would hope that the Hospital Authority would allow him to remain to help locate his successor, a task which he expected could take up to six months.

Mr. Willson expressed regret at Mr. Moore's decision to resign. Several other Authority members also expressed their regret and concern. In commenting, Dr. Stubbs asked Mr. Moore if there were anything that the hospital could be doing differently that would make it easier to retain his successor when chosen. Mr. Moore responded that he felt it was necessary to take the politics out of Phoebe Putney -- specifically out of the Board appointment process. He said that Phoebe Putney was one of the few hospitals in the state which still needed to do this. Considerable discussion ensued.

ACTION: It was moved by Mr. Bridges and seconded by Mr. Larson that Mr. Moore be asked to approach the County Commission about initiating changes in the procedure of selecting Hospital Authority members. The motion passed with Mr. Brown abstaining and Dr. Crimmins casting the only negative vote.

Considerable discussion was held concerning the method which might be used to select a successor for Mr. Moore. It was decided that a search committee of Hospital Authority members would be established to collect applications and conduct interviews. If after a period of time it was felt that the services of a search firm would be necessary, one would be contacted to help with the search. The Hospital Authority members expressed interest in Mr. Moore's being heavily involved in the selection process.

Mr. Moore said that a good controller candidate had been identified. He asked if the Authority members

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were interested in proceeding with interview of the candidate. The Authority members encouraged Mr. Moore to bring the controller candidate for interview. He said he would proceed.

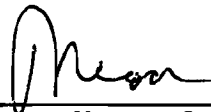
ADJOURNMENT

There was no further business and the meeting was adjourned.

HOSPITAL AUTHORITY OF ALBANY/DOUGHERTY COUNTY



W. Harry Willson, Chairman



Duncan Moore, Secretary